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DEC 5 2027 S. PRATHL CHARLES D. WILDER, J.D., LL.M. (TAX) ATTORNEY AT LAW BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES FLORIDA CIVIL LAW NOTARY

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August 22, 2022

Florida Division of Corporation 2415 N. Monroe St. Suite 810 Tallahassee, FL 32303

RE: CMDM Corp.

#### TO WHOM IT CONCERNS:

Enclosed are the following documents to be filed in the above referenced entity to amend the ARTICLES OF INCORPORATION OF CMDM CORPORATION:

- 1. Articles of Amendment to Articles of Incorporation
- 2. \$35.00 Lawfirm check for filing fee

Please return the completed documents to:

NICHOLAS J. RUBINO, ESQ. 276 Silver Maple Rd. Groveland, FL 34736

Should you have any questions regarding this, please, contact me directly at 808 577 0777 or <a href="mailto:nrubino1115@hotmail.com">nrubino1115@hotmail.com</a>.

Respectfully submitted,

NICHOLAS J. RUBINO, ESQ.

Attorney for CMDM Corporation

### ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of CMDM CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its **Articles of Incorporation:** 

#### Articles I Name

The name of the corporation is CMDM Corporation (hereinafter referred to as the "Corporation)

#### Article II Text of Amendment to Articles of Incorporation

#### ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of nonvoting common stock and one hundred (100) shares of voting common stock, each share having a par value of One Dollar (\$1.00) per share.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of voting common stock of this Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions. and the special or relative rights with respect to the shares of nonvoting common stock, shall be identical in all respects to those of the shares of voting common stock.

Accordingly, each share of common stock, both voting and nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the voting and nonvoting common

stock in proportion to the number of shares held by the holders of such shares

### Article III Adoption of Amendment to Articles of Incorporation

All of the directors of the Corporation approved a resolution amending Article IV CAPITAL STOCK of the Articles of Incorporation by written consent dated the 1st day of August, 2022, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation, pursuant to Section 607.1003 of the Florida Statutes, approved the resolution amending Article IV CAPITAL STOCK of the Articles of Incorporation by written consent dated the 1st\_day of August, 2022, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article IV CAPITAL STOCK of the Articles of Incorporation:

## ACTION BY WRITTEN CONSENT IN LIEU OF A SPECCIAL MEETINGS OF THE SHAREHOLDERS AND THE BOARD OF DIRECTORS OF CMDM CORPORATION

The undersigned, being all of the Directors and all voting Shareholders of CMDM CORPORATION, a Florida corporation (the "Corporation"), hereby adopt, by this Written Consent, in accordance with Florida Statutes §§ 607.0704 and 607.0821, the following resolutions with the same force and effect as if they have been adopted at a duly convened meeting of the Shareholders and Board of Directors of the Corporation:

#### 1. RATIFICATION OF CORPORATE ACTIVITY.

**RESOLVED**: That the action taken by the Board of Directors and the Officers of the Corporation to approve the adoption of the **AMENDMENT** to the **ARTICLLES OF INCORPORATION** is hereby ratified and approved as follows:

#### ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of nonvoting common stock and one hundred (100) shares of voting common stock, each share having a par value of One Dollar (\$1.00) per share.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of voting common stock of this Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation.

Except as otherwise provided by law, no holder of non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of nonvoting common stock, shall be identical in all respects to those of the shares of voting common stock.

Accordingly, each share of common stock, both voting and nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the voting and nonvoting common stock in proportion to the number of shares held by the holders of such shares.

**RESOLVED:** That the action taken by the Board of Directors and the Shareholders of the Corporation to authorize and direct the President after the AMENDMENT TO ARTICLE OF INCORPATION is effective, then to exchange the 100 shares of common stock currently issues to and owned by the EVERETE H. FISCHER TRUST dated June 30, 1994 into 100 shares nonvoting common stock, is hereby ratified and approved.

**RESOLVED:** That the action taken by the Board of Directors and the Shareholders of the Corporation to authorize and direct the President, after the AMENDMENT TO ARTICLE OF INCORPATION is effective, then to reserve in the corporate capital account the newly established 100 shares of voting common stock for future consideration, is hereby ratified and approved.

RESOLVED: That the Shareholders hereby waive any requirement that the Corporation comply with Florida Statute 607.1620 (1) for this action

The Corporation reports, once the AMENDMENT TO ARTICLE OF INCORPATION is effective then the following share ownership:

Owner Number of Shares

Everette H. Fischer Trust dated June 30, 1994

100 nonvoting common stock

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IN WITNESS WHEREOF, the undersigned have executed this instrument, which if executed in counterparts, all counterparts shall constitute one consent and facsimiles shall be accepted with the same force and effect as an original, as of August 1, 2022.

/SS/ KENNETH E. FISCHER

KENNETH E. FISCHER, as Trustee of the

EVERETTE H. FISCHER TRUST DATED JUNE 30, 1994

Sole Shareholder

/SS/KENNETH E. FISCHER KENNETH E. FISCHER, Director

Article III Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this  $\frac{4}{9}$  day of August, 2022

**CMDM CORPORATION**